

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS**

DORIS CAMPBELL, *et al.*

Plaintiffs,

v.

CHARLES A. WHOBREY, *et al.*,

Defendants.

No. 1:16-cv-04631

The Honorable Edmond E. Chang

**DECLARATION OF HOWARD KAPLAN IN SUPPORT OF DEFENDANTS' MOTION
FOR SUMMARY JUDGMENT AND STATEMENT OF UNDISPUTED FACTS**

I, Howard Kaplan, declare as follows:

1. I am an attorney at Kirkland & Ellis LLP, counsel for Defendants in the above-captioned case.
2. I submit this declaration in support of Defendants' Motion for Summary Judgment and Statement of Undisputed Facts.
3. Attached as **Exhibit 1** is a true and correct copy of Segal Consulting's June 30, 2014 report titled "Impact of Kroger Liability Transfer Proposal" (DEF_CENTRALST_000016–22), filed under seal.
4. Attached as **Exhibit 2** is a true and correct copy of the Minutes of the July 15, 2014 Meeting of the Pension Board of the Central States, Southeast and Southwest Areas Pension Fund (the "Fund") (DEF_CENTRALST_000001–08), filed under seal.
5. Attached as **Exhibit 3** is a true and correct copy of a letter dated March 20, 2015 from The Kroger Co. ("Kroger") to the International Brotherhood of Teamsters (the "IBT") (DEF_CENTRALST_000355–56).

6. Attached as **Exhibit 4** is a true and correct copy of a letter dated April 10, 2015 from Kroger and the IBT to Thomas Nyhan (DEF_CENTRALST_000040–43).

7. Attached as **Exhibit 5** is a true and correct copy of a draft letter dated April 2015 from Thomas Nyhan to Kroger and the IBT (DEF_CENTRALST_000196–198).

8. Attached as **Exhibit 6** is a true and correct copy of a letter dated April 15, 2015 from Thomas Nyhan to Kroger and the IBT (DEF_CENTRALST_000049–51).

9. Attached as **Exhibit 7** is a true and correct copy of an Interoffice Memorandum dated April 28, 2015 from James Condon to Thomas Nyhan and Mark Angerame (DEF_CENTRALST_000112–124), filed under seal.

10. Attached as **Exhibit 8** is a true and correct copy of Segal Consulting's May 20, 2015 report titled "Analysis of Kroger Liability Transfer Proposal" (DEF_CENTRALST_000303–310), filed under seal.

11. Attached as **Exhibit 9** is a true and correct copy of the Minutes of the July 14, 2015 Meeting of the Fund's Pension Board (DEF_CENTRALST_000059–63).

12. Attached as **Exhibit 10** is a true and correct copy of Segal Consulting's May 27, 2016 report titled "Updated Analysis of Kroger Liability Transfer Proposal" (DEF_CENTRALST_000393–401), filed under seal.

13. Attached as **Exhibit 11** is a true and correct copy of a letter dated July 15, 2016 from Thomas Nyhan to Kenneth Hoffman (DEF_CENTRALST_000362–368).

14. Attached as **Exhibit 12** is a true and correct copy of an e-mail dated July 21, 2016 from Thomas Nyhan to Kenneth Hoffman (DEF_CENTRALST_000370).

15. Attached as **Exhibit 13** is a true and correct copy of a letter dated July 23, 2016 from Kenneth Hoffman to Thomas Nyhan (DEF_CENTRALST_000372–377).

16. Attached as **Exhibit 14** is a true and correct copy of the Minutes of the September 13, 2016 meeting of the Fund's Pension Board (DEF_CENTRALST_000316-335), filed under seal.

17. Attached as **Exhibit 15** is a true and correct copy of a letter dated October 21, 2016 from Kenneth Hoffman to Thomas Nyhan (R. 97-9).

18. Attached as **Exhibit 16** is a true and correct copy of a letter dated November 4, 2016 from Thomas Nyhan to Kenneth Hoffman (R. 97-25).

19. Attached as **Exhibit 17** is a true and correct copy of the Minutes of the January 31, 2018 meeting of the Fund's Pension Board (DEF_CENTRALST_000448-461), filed under seal.

20. Attached as **Exhibit 18** is a true and correct copy of a settlement agreement and release dated February 2, 2018 executed by the Fund, Kroger, and certain of Kroger's affiliates (DEF_CENTRALST_000502-513).

21. Attached as **Exhibit 19** is a true and correct copy of a settlement agreement and release dated February 2, 2018 executed by the Fund, Southstar LLC, Kroger and certain of their affiliates (DEF_CENTRALST_000514-526).

22. Attached as **Exhibit 20** is a true and correct copy of a letter dated February 1, 2019 from Bradley Weidenhammer, who represents Defendants, to Amanda Amert, who represents Plaintiffs.

DATED: March 22, 2019

Respectfully submitted,

/s/ Howard Kaplan

Howard Kaplan (ARDC # 6306286)

Kirkland & Ellis LLP

300 North LaSalle

Chicago, IL 60654

Attorney for Defendants

CERTIFICATE OF SERVICE

I, Howard Kaplan, an attorney, certify that on this 22nd day of March, 2019, I caused a copy of the foregoing to be served through the Court's ECF system, which will serve all counsel of record.

/s/ Howard Kaplan
Howard Kaplan